



DIRECTORS & OFFICERS LIABILITY PROPOSAL

IMPORTANT NOTICE

MATERIAL FACTS

“You” (this means every person or entity to be insured under this insurance) are under a duty to disclose all material facts that could influence QBE’s decision to accept this insurance and, if so, on what terms. You need to disclose both facts known to you AND facts which you could have been reasonably expected to know about. If you are in any doubt as to whether a fact may be material, you should disclose it to ensure that any cover granted is not prejudiced.

JURISDICTION

Except to the extent otherwise provided in any subsequently issued policy, the content and use of this form and any agreement entered into pursuant to this form or any dealing in relation to or arising from this form are governed by the laws of New Zealand and in relation to those matters, the parties submit to the jurisdiction of the courts of New Zealand.

NON DISCLOSURE/MISSTATEMENT

If you fail to comply with your duty of disclosure, QBE may be entitled to avoid the contract altogether, and so decline to pay any claim.

COMPLETION NOTES

- A separate Proposal Form exists for Associations/Trusts (including Charities.)
- Please answer ALL questions fully. If you need extra space please attach additional pages on your company letterhead and mark their inclusion in section L of this form.
- **PLEASE ENSURE YOU READ AND SIGN THE DECLARATION.**

A. APPLICANT DETAILS

1. Name of Company

2. Address of registered office

3. Website address

4. Please give details of all subsidiary companies for which cover is required, including subsidiaries of subsidiaries

Name of subsidiary	Activities	% owned	Date acquired/created

B. COVER REQUIRED

1 Limit of Indemnity \$

2 Excess \$ (please note the excess applies to defence costs as well as indemnity payments)

3 Period of Insurance: from 4 pm to 4 pm

4 Broker: Individual Company

5 Do you require Personal Accident and Illness cover for the directors of the company? Yes No

If Yes, your broker will contact you to discuss.



C. OPTIONAL EXTENSIONS

1 Do you require any of the following optional extensions to cover?

(a) Extended Reporting Period

Yes No

(b) Outside Directorships

Yes No

(An outside directorship is a position held as a director, officer, trustee, governor, councillor, secretary or equivalent position in any entity which is not a subsidiary of the company in which the position is held with the KNOWLEDGE and CONSENT or at the SPECIFIC REQUEST of the company.)

If Yes, please attach the following details in respect of each outside directorship/entity:

- name of the outside entity
• nature of activities of the outside entity
• percentage owned by the company
• name and the percentage ownership of each party holding 5% or more of the share capital of the outside entity
• country of incorporation
• type of entity (e.g. public company, private company, trust)
• if the outside entity(ies) currently carry directors and officers/trustees or association liability insurance please provide details of the insurer, limit of indemnity and any excess applicable.

PLEASE ATTACH A COPY OF THE LATEST FINANCIAL REPORTS OF EACH OUTSIDE ENTITY

Please provide details of Trusteeships held by directors or officers in the company's own Superannuation Fund

Table with 3 columns: Name of director/officer, Name of fund, Position held

D. BUSINESS DETAILS

1 Please describe the principal business of the company

Empty text box for principal business description

2 Date on which the business was established

Empty text box for establishment date

3 Does the company conduct any business in the USA or Canada or any of their territories?

Yes No

If Yes, please complete and attach a "North American Exposure" supplementary questionnaire

4 Will the board of directors be replying upon the company's independent legal and financial advisers when undertaking:

(a) Major transactions

Yes No

(b) Solvency tests

Yes No

(c) Distributions

Yes No

(d) Acquisition of own shares

Yes No

(e) Redemption of shares

Yes No

If No, please provide details of the procedures the board of directors has in place

Empty text box for board procedures



5 Please give details of all committees run for the company (e.g. audit, corporate governance)

Name of Committee	Function	Members

E. BOARD DETAILS

1 Please provide details of the board of directors and officers of the Company

Name of director or officer	Qualifications	Date of appointment	Position

F. FINANCIAL DETAILS

1 Has there been any change in the financial position or capital structure of the company, or is there any trend or event not reflected in the annual report and financial statements attached to this proposal that might materially affect the financial position shown in those statements?

Yes No

2 Is any proposed insured person aware of facts or circumstances which might affect the ability of the company to meet all its debts as and when they fall due?

Yes No

If Yes to either F1 or F2, please provide full details

[Empty text box for details]

G. OWNERSHIP

1 Please indicate the ownership structure of your company

Private
 Public Unlisted
 Public – Listed on NZ stock exchange
 Public – Listed on foreign stock exchange
 Other (specify)

2 Does any shareholder or associated group of shareholders own or control (directly or beneficially) more than 10% of the share capital of the company?

Yes No

If Yes, please provide full details of the shareholders and the percentage owned/controlled

Shareholder	%	Shareholder	%

3 Please provide the total number of:

(a) shares issued

(b) shareholders



(c) shares held by directors, officers or employees

Name of director, officer, employee	No. shares held	Name of director, officer, employee	No. shares held

H. ANNOUNCED CHANGES

- 1 Has the company publicly revealed that it has under consideration at the present time any acquisitions, tender offers or mergers? Yes No
- 2 Are there at the present time any proposals of which the company is aware relating to its acquisition by any other entity? Yes No
- 3 Has the company publicly announced its intention to make any new public offering of securities within the next year? Yes No

If Yes to any of the above, please provide full details

I. CLAIMS EXPERIENCE – DIRECTORS & OFFICERS

- 1 After enquiry, has there been (or is there now pending) any claim against any proposed insured person (in their capacity as director, officer, secretary, board or committee member, or employee) of either the company or any other company association trust or entity? Yes No
- 2 After enquiry, do any circumstances exist that might give rise to a claim against any proposed insured person? Yes No
- 3 Has any director, officer or senior employee ever been involved in a company that has been in receivership or liquidation? Yes No
- 4 Has any director, officer or senior employee ever been declared bankrupt? Yes No

If Yes to any of the above, please provide full details

It is agreed that if such facts or circumstances exist, this proposed insurance will exclude any claim or action arising therefrom.

J. CLAIMS EXPERIENCE - COMPANY

- 1 After enquiry, has there been (or is there now pending) any investigation, examination, inquiry or other proceedings in relation to the affairs of the company? Yes No
- 2 After enquiry, do any circumstances exist which could reasonably be expected to give rise to any event described above? Yes No

If Yes please provide full details

It is agreed that if such facts or circumstances exist, this proposed insurance will exclude any claim or action arising therefrom



K. PRIOR INSURANCE

1 Does the company presently carry, or has it ever carried, Directors & Officers Liability insurance? Yes [] No []

If Yes, please provide the following details:

Insurer [] Expiry Date []
Limit of Indemnity \$ [] Excess \$ [] Premium \$ []

2 After enquiry, has the company or any proposed insured person ever been refused this type of insurance or had similar insurance cancelled, or had an application for renewal declined or special terms imposed? Yes [] No []

If Yes, please provide full details

[]

L. ENCLOSURES

Please enclose all the following documents with this proposal (tick to indicate enclosure)

- [] The last two annual reports and financial statements (including audit report) of the company
[] The last interim statement, or management accounts, of the company (if the annual financial statements are more than six months old)
[] Copy of any relevant excerpt of the board minutes for the last three meetings
[] Additional (please specify [])

DECLARATION

I/We declare on behalf of all proposed insureds that:

- (a) all answers and statements in this proposal are correct and complete in every respect and there is no further information which may affect acceptance of the proposal;
(b) if accepted by QBE, this proposal and declaration, and any other material which I/we have provided to QBE, shall be incorporated into and form the basis of the contract of insurance;
(c) I/We understand that QBE requires this information (which will be retained by QBE) in order to decide whether to accept this proposal, and also that the Privacy Act 1993 entitles me/us to have access to and request the correction of this information;
(d) QBE is authorised to disclose information received from me/us to its advisors, reinsurers and to other insurers. I/We authorise QBE to obtain, from any party, information that is, in QBE's view, relevant to this proposal;
(e) I/We understand that the insurance will not be in force until this proposal has been accepted and cover confirmed by QBE.

NOTE: Signing the proposal and any supplementary questionnaires does not bind either the applicant or QBE to complete the insurance.

Signed [] Date []
Printed name []
Position []





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